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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	Chapter 11
INNKEEPERS USA TRUST, <i>et al.</i> , Debtors.	Case No. 10-13800 (SCC) (Jointly Administered)

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**VERIFIED STATEMENT OF KASOWITZ, BENSON, TORRES  
& FRIEDMAN LLP PURSUANT TO BANKRUPTCY RULE 2019**

Kasowitz, Benson, Torres & Friedman LLP (“KBT&F”) makes the following statement (the “Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure in connection with the above-captioned chapter 11 cases of Innkeepers USA Trust, *et al.* (collectively, the “Debtors”):

1. KBT&F is a law firm that maintains its principal office at 1633 Broadway, New York, New York 10019, and additional offices in Atlanta, Houston, Newark, Miami and San Francisco.

2. KBT&F currently represents Five Mile Capital Partners LLC (“FMCP”) and the following investment funds directly or indirectly owned by FMCP or for which FMCP acts as investment advisor: CRES Investment No. II, LP (“CRES”), Five Mile Capital II Pooling International LLC (“Pooling II”) and Five Mile Capital II CMBS Pooling International LLC

(“CMBS Pooling II”). FMCP’s address is: Three Stamford Plaza, 9<sup>th</sup> Floor, Stamford, CT 06901. The addresses for each of CRES, Pooling II, and CMBS Pooling II is: c/o Five Mile Capital Partners LLC, Three Stamford Plaza, 9<sup>th</sup> Floor, Stamford, CT 06901.

3. Prior to the commencement of the above-captioned Chapter 11 cases, FMCP retained KBT&F as its counsel and counsel for its managed funds, including Pooling II and CMBS Pooling II.

4. On or about November 17, 2010, Pooling II acquired 100% of CRES’s partnership interests and an affiliate of FMCP became CRES’s general partner. Accordingly, as of such date, KBT&F has also represented CRES.

5. As set forth in Schedule A hereto, Pooling II holds certain certificates in the CMBS Trust called “LB-UBS Commercial Mortgage Trust 2007-C6” (the “C6 Trust”), in which a portion of the Debtors’ fixed rate mortgage loan is securitized. These certificates were originally purchased by CMBS Pooling II.

6. As set forth in Schedule B hereto, CRES holds certain certificates in the CMBS Trust called “LB-UBS Commercial Mortgage Trust 2007-C7” (the “C7 Trust”), in which a portion of the Debtors’ fixed rate mortgage loan is securitized.

7. As set forth in Schedule C hereto, Pooling II is a lender under the Debtors’ debtor-in-possession facility.

8. As the entity filing this Statement, KBT&F does not hold any claims against or interests in the Debtors.

9. KBT&F reserves the right to revise, supplement and/or amend this Statement as need be, including but not limited to if the holdings set forth herein change in material respect.

Dated: January 10, 2011  
New York, New York

KASOWITZ, BENSON, TORRES  
& FRIEDMAN LLP

By: /s/ David M. Friedman  
David M. Friedman  
Howard W. Schub  
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**VERIFICATION**

David M. Friedman hereby declares under penalty of perjury as follows:

1. I am a member of the law firm of Kasowitz, Benson, Torres & Friedman LLP, attorneys to: (i) CRES Investment No. II LP; (ii) Five Mile Capital Partners LLC; (iii) Five Mile Capital II Pooling International LLC; and (iv) Five Mile Capital II CMBS Pooling International LLC in the above-captioned bankruptcy cases.
2. I have read the foregoing *Verified Statement of Kasowitz, Benson, Torres & Friedman LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* and verify that the statements therein are true and correct to the best of my knowledge, information and belief.

Dated: January 10, 2011  
New York, New York



David M. Friedman

**Schedule A**

**Five Mile Capital II Pooling International LLC<sup>1</sup>**

c/o Five Mile Capital Partners LLC  
Three Stamford Plaza, 9<sup>th</sup> Floor  
Stamford, Connecticut 06901

<b>Name of Security</b>	<b>CUSIP</b>	<b>Class Face</b>	<b>Notional</b>	<b>Percentage Held</b>	<b>Date Acquired</b>
LBUBS 2007-C6 L	52109PBB0	44,684,000.00	44,684,000	100%	8/31/2007
LBUBS 2007-C6 M	52109PBC8	14,895,000.00	14,895,000	100%	8/31/2007
LBUBS 2007-C6 N	52109PBD6	11,171,000.00	11,171,000	100%	8/31/2007
LBUBS 2007-C6 P	52109PBE4	3,723,000.00	3,723,000	100%	8/31/2007
LBUBS 2007-C6 Q	52109PBF1	7,448,000.00	7,448,000	100%	8/31/2007
LBUBS 2007-C6 S	52109PBG9	7,447,000.00	7,447,000	100%	8/31/2007
LBUBS 2007-C6 T	52109PBH7	44,684,714.00	44,684,714	100%	8/31/2007
		<b>134,052,714.00</b>	<b>134,052,714.00</b>		

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<sup>1</sup> Five Mile Capital II CMBS Pooling International LLC originally purchased these certificates and transferred them to Five Mile Capital II Pooling International LLC on April 6, 2010.

**Schedule B**

**CRES Investment No. II, LP**  
c/o Five Mile Capital Partners LLC  
Three Stamford Plaza, 9<sup>th</sup> Floor  
Stamford, Connecticut 06901

<b>Name of Security</b>	<b>Cusip#</b>	<b>Class Face</b>	<b>Notional Total</b>	<b>Percentage Held</b>	<b>Date Acquired</b>
LBUBS 2007-C7 K	52109RAS0	27,739,000	1,422,000	5.13%	11/30/2007
LBUBS 2007-C7 L	52109RAU5	19,814,000	2,972,000	15.00%	11/30/2007
LBUBS 2007-C7 M	52109RAW1	11,889,000	1,783,000	15.00%	11/30/2007
LBUBS 2007-C7 N	52109RAY7	11,888,000	3,566,000	30.00%	11/30/2007
LBUBS 2007-C7 P	52109RBA8	3,963,000	2,021,130	51.00%	11/30/2007
LBUBS 2007-C7 Q	52109RBC4	3,963,000	2,021,130	51.00%	11/30/2007
LBUBS 2007-C7 S	52109RBE0	3,963,000	2,021,130	51.00%	11/30/2007
LBUBS 2007-C7 T	52109RBG5	47,553,927	24,252,927	51.00%	11/30/2007
		130,772,927	40,059,317		

**Schedule C**

**Five Mile Capital II Pooling International LLC**

c/o Five Mile Capital Partners LLC  
Three Stamford Plaza, 9<sup>th</sup> Floor  
Stamford, Connecticut 06901

Pursuant to the Court's *Final Order Authorizing the Debtors to Obtain Postpetition Senior Secured Super-Priority Debtor-in-Possession Financing From Five Mile Capital II Pooling International LLC Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c), 364(d), and 364(e)* [Docket No. 400], on or about September 2, 2010, Five Mile Capital II Pooling International LLC funded a super-priority debtor-in-possession loan in the amount of approximately \$53,000,000.